

RECORDATION NO. 29526 A FILED

NOV 17 '10 -3 19 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

November 15, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, D. C. 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated October 20, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 29526.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Martin Marietta Magnesia Specialties, LLC
103 Cheseapeake Park Plaza, Bldg. E
Baltimore, MD 21220

A description of the railroad equipment covered by the enclosed document is for four (4) tank cars; having NATX and FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures
(MAMA012)

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ASSGN. NO.: MAMA012

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20 day of October, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Martin Marietta Magnesia Specialties, LLC ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 8, 2009, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 1, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: RICHARD F. SEYMOUR
VICE PRESIDENT SALES, MARKETING

Title: _____

ATTEST:

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR

Executed on this 4th day of November, 2010.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

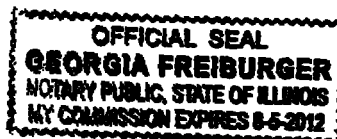
I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4th day of November, 2010.

Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

MARTIN MARIETTA MAGNESIA SPECIALTIES, LLC

ATTEST:

By: [Signature]
Name: Jim Reithel
Title: VP Chemical Operations

By: _____
Name: _____
Title: _____

Executed on this 20 day of October, 2010.

[CORPORATE SEAL]

STATE OF Michigan
COUNTY OF Manistee

I, Kim Malstrom, a Notary Public of the County and State aforesaid, certify that Jim Reithel personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20 day of October, 2010.

[Signature]
Notary Public

Commission Expires: 3/30/2012
Kim Malstrom
(Notary Public)

KIM MALSTROM
NOTARY PUBLIC
MANISTEE COUNTY MI
MY COMMISSION EXPIRES MARCH 30, 2012

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Four (4)

DESCRIPTION OF CARS: 16,500 gallon, exterior coiled, insulated tank cars - (T105).

CAR NUMBERS:

Old Car Initial	Old Car Number	New Car Initial	New Car Number
*NATX	016174	FURX	116502
*NATX	016175	FURX	116503
*NATX	016179	FURX	116504
*NATX	016185	FURX	116506

**** 4 NAHX cars to be remarked.**